

12th June, 2003

LEGAL NOTICE No. 80

THE COMPANIES ACT
(Cap. 486)

IN EXERCISE of the powers conferred by section 404 (4) of the Companies Act, the Attorney-General makes the following Regulations –

THE COMPANIES (AMENDMENT) REGULATIONS, 2003

1. These Regulations may be cited as the Companies (Amendment) Regulations, 2003.

Sub-leg

2. The Companies Regulations are amended by repealing the Second Schedule and replacing it with the following new Schedule-

SECOND SCHEDULE

(r.8)

FEES TO BE PAID TO THE REGISTRAR

PART 1 – BY A COMPANY HAVING A SHARE CAPITAL

Kshs.

1. For the registration of a company, the following fees shall be payable, regulated according to the amount of nominal share capital-

(a) For the first Kshs.100,000 nominal capital or part of Kshs. 100,000 2,200

(b) For every Kshs.20,000 of nominal capital after the first Kshs.100,000 or part thereof 120

2. For registration of an increase in the share capital of any company, an amount equal to the difference, if any, between the amount which would have been payable hereunder, on first registration by reference to its capital as increased and the amount which would have been so payable by reference to its capital immediately before the increase:

Provided that no company shall be liable to pay in respect of nominal capital, on registration or afterwards any greater amount of fees than Kshs. 60,000 taking into account in the case of fees payable on an increase of share capital after registration the fees on registration.

3. For registration of an annual return of a company 400

4. For registration of copy of a balance sheet for a certificate that no invitation has been made to public to subscribe to its shares 200

5. For registration of a resolution for change of name of company 1,100

6. For registration of a resolution for revision of the memorandum of association or articles of association of a company 1,100

7. For registration of a revised memorandum or articles of association of a company 1,500

8. For registration of any other documents by the Act required or authorized to be registered or required to be delivered, sent or forwarded to the registrar other than the memorandum or the abstract

required to be delivered to the registrar by a receiver or manager or the statement required to be sent to be sent to the registrar by the liquidator in a winding-up in Kenya 200

9. For making a record of any fact by the Act required or authorized to be recorded by the registrar 200

PART II - BY A COMPANY NOT HAVING A SHARE CAPITAL

1. For registration of a company whose number of members as stated in the articles of association does not exceed twenty 1,500

2. For registration of a company whose number of members as stated in the articles of association exceeds twenty but does not exceed one hundred 6,000

3. For registration of a company whose number of members as stated in the articles of association exceeds one hundred but is not stated to be unlimited, a fee of Kshs.10,000 with an additional Kshs.1,000 for every additional fifty members or less after the first one hundred.

4. For registration of a company in which the number of members is stated in the articles of association to be unlimited 11,000

5. For registration of an increase in the membership of a company limited by guarantee or unlimited company, an amount equal to the difference, if any, between the amount which would have been payable hereunder on first registration by reference to its membership as increased and the amount which would have been so payable by reference to its membership immediately before the increase –

Provided that no company shall be liable to pay on the whole a greater fee than Kshs.10,000 in respect of its number of members, taking into account the fee paid on the first registration of the company.

6. For registration of any unlimited company as a limited company, the same fee as is charged for registering a new company.

7. For registration of an annual return of a company 200

8. For registration of any other document by the Act required or authorized to be registered or required delivered, sent or forwarded to the registrar, other than memorandum or the abstract required to be delivered to the registrar by a receiver or manager or the statement required to be sent to the liquidator in a winding-up in Kenya 200

9. For making a record of any fact by the Act required or authorized to be recorded by the register 100

PART III — BY A COMPANY TO WHICH PART X OF THE ACT APPLIES

1. For registration of a certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company 6,000

2. For registration of any other document ,required to be delivered to the registrar under Part X of the Act 200

PART IV— ON REGISTERING CHARGES

1. For registering under Part IV of the Act, particulars of any charge required to be registered there under, whether created by a company or existing on property acquired by the company 600

2. For registration of particulars of a series of debentures under Part IV of the Act 600

3. For registration of appointment of a receiver or manager of the property of a company under section

103 of the Act 1,100

4. For registration of particulars of discharge of a charge.... 1,000

PART V — ADDITIONAL FEES

For registration of any document out of time pursuant to subsection (2) of section 392 of the Act-

(a) for the first month or part thereof during which the default continues (exclusive of the periods mentioned in regulation 5) 200

(b) for each and every subsequent month (up to a maximum Kshs 2,000) 100

PART VI — MISCELLANEOUS

1. For inspecting the register of companies in respect of any one company 200

2. For a certified copy of a certificate of incorporation 200

3. For a certified copy of, or a certified extract from a document filed in the registry, per folio 200

4. For a certified photographic copy of any document, per sheet 200

5. On making any request to the Registrar to approve and reserve any name for registration of a company or a change of name of a company 100

6. For the issue of a licence pursuant to subsection (1) or subsection (2) of section 21 the Act 2,200

7. On making application to the Registrar for an investigation under section 173 1,500

8. On making application to the Registrar for exemption from subsection (1) of section 202 or subsection (2) of section 371 of the Act 1,100

9. For the issue of an order of the Registrar granting exemption from subsection (1) of section 202 of the Act and for any renewal thereof 600

10 For the issue of an official search showing the names of the directors, principal shareholders and the share structure of the company 600

Made on the 12th June, 2003.

S. A. WAKO,
Attorney-General,